

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.²

)
) Chapter 11
)
) Case No. 24-12480 (LSS)
)
) (Jointly Administered)
)
) **Hearing Date:**
) **September 10, 2025 at 10:00 a.m. (ET)**
)
) **Objection Deadline:**
) **July 11, 2025 at 4:00 p.m. (ET)**

**SUMMARY OF SIXTH MONTHLY
AND FINAL FEE APPLICATION OF
DELOITTE & TOUCHE LLP FOR COMPENSATION
FOR SERVICES RENDERED AS INDEPENDENT AUDITOR
TO THE DEBTORS AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE MONTHLY PERIOD FROM MAY 1, 2025 THROUGH JUNE 2, 2025 AND
FOR THE FINAL PERIOD FROM NOVEMBER 3, 2024 THROUGH JUNE 2, 2025**

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

² On June 6, 2025, every Debtor except Freedom VCM Holdings, LLC emerged from these chapter 11 cases and is now a Reorganized Debtor. *See Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 1605].

Name of Applicant:

Deloitte & Touche LLP

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

November 3, 2024 (order entered
January 7, 2025)

	<u>Sixth Monthly Fee Period</u>	<u>Final Fee Period</u>
Period for which compensation and reimbursement is sought:	November 3, 2024 through June 2, 2025	November 3, 2024 through June 2, 2025
Amount of Compensation sought as actual, reasonable and necessary:	\$ 9,190.00	\$ 2,550,940.00
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$ -	\$ 8,299.65
Total Amount of Fees and Expense sought:	<u>\$ 9,190.00</u>	<u>\$ 2,559,239.65</u>

This is an: ☒ Monthly ☐ Interim ☒ Final Application

This application contains 230.7 hours and \$67,414.50 in fees incurred with the connection with the preparation of fee applications.

PRIOR FEE APPLICATIONS FILED

Date Filed / Docket #	Period Covered	Requested Fees	Requested Expenses	Fees Pending Approval	Expenses Pending Approval
03/14/2025 Dkt. 1100	11/03/2024 - 12/31/2024	\$ 452,318.50	\$ 1,881.88	\$ 361,854.80	\$ 1,881.88
04/21/2025 Dkt. 1294	01/01/2025 - 01/31/2025	\$ 504,992.50	\$ 917.70	\$ 403,994.00	\$ 917.70
05/02/2025 Dkt. 1386	02/01/2025 - 02/28/2025	\$ 749,372.50	\$ 2,278.66	\$ 599,498.00	\$ 2,278.66
05/21/2025 Dkt. 1551	03/01/2025 - 03/31/2025	\$ 533,178.50	\$ 1,556.35	\$ 426,542.80	\$ 1,556.35
06/02/2025 Dkt. 1594	04/01/2025 - 04/30/2025	\$ 301,888.00	\$ 1,665.06	\$ 241,510.40	\$ 1,665.06
TOTAL		\$ 2,541,750.00	\$ 8,299.65	\$ 2,033,400.00	\$ 8,299.65

CUMULATIVE TIME SUMMARY BY PROFESSIONAL

For the Period May 1, 2025 through June 2, 2025

Professional	Level	Rate	Hours	Fees
McDonald, Carisa	Senior Consultant	\$275.00	6.6	\$1,815.00
Gutierrez, Dalia	Consultant	\$250.00	29.5	\$7,375.00
Professional Subtotal :			36.1	\$9,190.00

CUMULATIVE FEES BY CATEGORY SUMMARY

For the Period May 1, 2025 through June 2, 2025

Categories	Hours	Fees
Preparation of Fee Applications	36.1	\$9,190.00
Fee's Category Subtotal :	36.1	\$9,190.00

CUMULATIVE TIME SUMMARY BY PROFESSIONAL

For the Period November 3, 2024 through June 2, 2025

Professional	Level	Hours	Fees
<i>Financial Statement Audit and Related Services</i>			
Boyle, Matthew	Partner/Principal	3.9	
Brodsky, Michael	Managing Director	3.5	
Cronin, Carl	Partner/Principal	1.0	
Dakko, Dany	Managing Director	0.3	
Donlon, Richard	Managing Director	9.2	
Goldblatt, Joel	Partner/Principal	8.9	
Jones, Brandon	Partner/Principal	71.0	
Sieverding, Keith	Partner/Principal	3.9	
Smith, Lisa	Managing Director	0.5	
Steffens, Marilyn	Managing Director	146.6	
Tilma-Ross, Lynne	Managing Director	6.4	
Vineyard, Bradley	Partner/Principal	46.7	
Vyas, Alka	Managing Director	47.2	
Weiss, Gregory	Partner/Principal	21.0	
Weston, Zachary	Partner/Principal	210.8	
Carrasco, Diana	Senior Manager	61.3	
Hussain, Sofia	Senior Manager	8.1	
Johnson, Charles	Senior Manager	3.8	
Keast, Elizabeth	Senior Manager	336.5	
Modi, Kruti	Senior Manager	1.0	
Saraogi, Astha	Senior Manager	327.4	
Zaorski, Michal	Senior Manager	50.8	
Eklabya, Puja	Manager	17.0	
Cavone, Rocsanna	Manager	2.3	
Collins, Mikaela	Manager	158.9	
Goodspeed, Madison	Manager	15.7	
Holman, Cheryl	Manager	1.0	
Jain, K Rupesh	Manager	1.4	
Kumar, Ravi	Manager	179.4	
Loharuka, Vijeta	Manager	1.5	
McConnachie, Chase	Manager	3.0	
Sciano, May	Manager	327.9	
Singhal, Vasu	Manager	79.7	
Singhi, Ira	Manager	7.6	
Thomas, Ronnie	Manager	11.5	
Wintrow, Jonathan	Manager	8.8	
Alano, Michelle	Senior	12.7	
Alas, Brendan	Senior	137.0	
Bhardwaj, Sahil	Senior	20.4	
Blanco, Nidia	Senior	29.2	
Garg, Divya	Senior	242.5	
Jhawar, Rohit	Senior	393.1	
Kolpien, Stephanie	Senior	27.4	

Kumar, Pankaj	Senior	5.7
Lassey, Katherine	Senior	136.9
Lundy, Peter	Senior	181.7
Manocha, Semantika	Senior	173.6
Parodi, Carlos	Senior	727.6
Rungta, Varsha	Senior	29.2
Smith, Matthew	Senior	113.2
Sood, Abhinav	Senior	156.4
V, Gopika	Senior	5.0
Aggarwal, Apoorv	Consultant	3.6
Bambroo, Sahil	Consultant	0.2
Bellora, Brandon	Consultant	828.8
Bergeron, Bailey	Consultant	27.1
Borchardt, Zachary	Consultant	3.2
Broderick, Caroline	Consultant	3.7
Budhiraja, Vrinda	Consultant	6.0
Corbett, Madeline	Consultant	8.0
Dada, Hajira	Consultant	95.6
Dakshesh, Chitta	Consultant	37.0
Devereaux, Cole	Consultant	3.6
Dinesh Kankariya,	Consultant	6.0
Dwyer, Greta	Consultant	4.0
Fitzpatrick, Emily	Consultant	793.8
Foltyniewicz, Zachary	Consultant	4.6
Hammond, Jazzmaine	Consultant	12.1
Sharma, Harsha	Consultant	6.9
Trishla, Thatikonda	Consultant	1.0
Jain, Saloni	Consultant	5.0
Jindal, Ananya	Consultant	2.0
Hecht, Nina	Consultant	0.2
Kettler, Ruth	Consultant	2.0
Khanduja, Bhavya	Consultant	488.1
Lee, Chin Chun	Consultant	5.5
Lefevre, Zachary	Consultant	0.4
Lnu, Simran	Consultant	301.0
Mabry, Emma	Consultant	161.3
Malhotra, Pujita	Consultant	10.2
Maxood, Fathima	Consultant	25.5
Moore, John	Consultant	125.6
Murphy, Grace	Consultant	0.8
Muskara, Alec	Consultant	2.6
Neumann, Logan	Consultant	185.9
Niemiec, Carson	Consultant	3.6
Noon, Ellyse	Consultant	2.3
Pan, Yan	Consultant	73.2
Peng, Siyi	Consultant	5.0
Peterson, Jack	Consultant	181.0
Rausch, Noah	Consultant	2.7
Rogers, Jackson	Consultant	3.9
Roland, Andrew	Consultant	4.4

Shamim, Aarfa	Consultant	14.5	
Shekhar, Swapnil	Consultant	13.0	
Sri Priya, Pocha	Consultant	24.5	
Suma, Arra	Consultant	0.2	
Villanueva, Zangel	Consultant	4.0	
Vinay, K A	Consultant	12.9	
Wade, Michael	Consultant	6.2	
Wahlin, Derek	Consultant	8.0	
Walker, Jana	Consultant	295.6	
Yadav, Pragati	Consultant	205.1	
Professional Subtotal:		8,598.5	\$1,848,000.00

Professional	Level	Rate	Hours	Fees
<i>Firm Retention</i>				
Jones, Brandon	Partner/Principal	\$980.00	0.9	\$882.00
Vineyard, Bradley	Partner/Principal	\$980.00	1.6	\$1,568.00
Weston, Zachary	Partner/Principal	\$980.00	2.6	\$2,548.00
Keast, Elizabeth	Senior Manager	\$970.00	4.9	\$4,753.00
Walker, Jana	Consultant	\$615.00	0.3	\$184.50
Professional Subtotal:			10.3	\$9,935.50

Professional	Level	Rate	Hours	Fees
<i>Out of Scope Services</i>				
Barton, Christopher	Managing Director	\$980.00	1.2	\$1,176.00
Boyle, Matthew	Partner/Principal	\$980.00	0.6	\$588.00
Fleming, Matthew	Managing Director	\$980.00	1.4	\$1,372.00
Steffens, Marilyn	Managing Director	\$980.00	22.2	\$21,756.00
Goldberg, Robert	Managing Director	\$980.00	1.0	\$980.00
Goldblatt, Joel	Partner/Principal	\$980.00	0.5	\$490.00
Morton, Michael	Partner/Principal	\$980.00	1.2	\$1,176.00
Perez Zaldivar, Ignacio	Managing Director	\$980.00	0.5	\$490.00
Tilma-Ross, Lynne	Managing Director	\$980.00	2.0	\$1,960.00
Vettese, Stephanie	Managing Director	\$980.00	10.0	\$9,800.00
Vineyard, Bradley	Partner/Principal	\$980.00	14.9	\$14,602.00
Weston, Zachary	Partner/Principal	\$980.00	73.2	\$71,736.00
Aponte, Mara	Senior Manager	\$970.00	0.5	\$485.00
Egea, Silvana	Senior Manager	\$970.00	21.2	\$20,564.00
Carrasco, Diana	Senior Manager	\$970.00	3.3	\$3,201.00
He, Catherine	Senior Manager	\$970.00	1.4	\$1,358.00
Hussain, Sofia	Senior Manager	\$970.00	0.5	\$485.00
Keast, Elizabeth	Senior Manager	\$970.00	46.4	\$45,008.00
Saraogi, Astha	Senior Manager	\$970.00	8.4	\$8,148.00
Cavone, Rocsanna	Manager	\$845.00	10.0	\$8,450.00
Collins, Mikaela	Manager	\$845.00	43.8	\$37,011.00
Goodspeed, Madison	Manager	\$845.00	0.8	\$676.00
Sciano, May	Manager	\$845.00	93.3	\$78,838.50
Singhal, Vasu	Manager	\$845.00	1.3	\$1,098.50
Thomas, Ronnie	Manager	\$845.00	0.3	\$253.50

Wintrow, Jonathan	Manager	\$845.00	0.5	\$422.50
Alano, Michelle	Senior	\$740.00	0.5	\$370.00
Alas, Brendan	Senior	\$740.00	0.5	\$370.00
Bhardwaj, Sahil	Senior	\$740.00	0.7	\$518.00
Garg, Divya	Senior	\$740.00	0.5	\$370.00
Jhawar, Rohit	Senior	\$740.00	0.3	\$222.00
Lassey, Katherine	Senior	\$740.00	10.5	\$7,770.00
Lundy, Peter	Senior	\$740.00	2.3	\$1,702.00
Manocha, Semantika	Senior	\$740.00	0.7	\$518.00
Parodi, Carlos	Senior	\$740.00	153.9	\$113,886.00
Smith, Matthew	Senior	\$740.00	11.3	\$8,362.00
Srivatsa, Prashanth	Senior	\$740.00	33.7	\$24,938.00
Aggarwal, Apoorv	Consultant	\$615.00	0.7	\$430.50
Bambroo, Sahil	Consultant	\$615.00	52.5	\$32,287.50
Bellora, Brandon	Consultant	\$615.00	47.0	\$28,905.00
Bhargav, Varala	Consultant	\$615.00	50.0	\$30,750.00
Fitzpatrick, Emily	Consultant	\$615.00	45.6	\$28,044.00
Khanduja, Bhavya	Consultant	\$615.00	13.1	\$8,056.50
Murphy, Grace	Consultant	\$615.00	2.4	\$1,476.00
Sutaria, Devin	Consultant	\$615.00	1.5	\$922.50
Walker, Jana	Consultant	\$615.00	5.1	\$3,136.50
Yadav, Pragati	Consultant	\$615.00	0.7	\$430.50
Professional Subtotal:			793.9	\$625,590.00

Professional	Level	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
Vineyard, Bradley	Partner/Principal	\$980.00	1.5	\$1,470.00
Weston, Zachary	Partner/Principal	\$980.00	12.9	\$12,642.00
McDonald, Carisa	Senior	\$275.00	10.6	\$2,915.00
Gutierrez, Dalia	Consultant	\$250.00	164.2	\$41,050.00
Dhara, Swastick	Consultant	\$225.00	13.0	\$2,925.00
Jain, Ashima	Consultant	\$225.00	4.0	\$900.00
M, Deepa	Consultant	\$225.00	24.5	\$5,512.50
Professional Subtotal:			230.7	\$67,414.50

Total	Blended Hourly Rate: \$264.80	9,633.4	\$2,550,940.00
--------------	--------------------------------------	----------------	-----------------------

CUMULATIVE FEES BY CATEGORY SUMMARY

For the Period November 3, 2024 through June 2, 2025

Categories	Hours	Fees
Financial Statement Audit and Related Services	8,598.5	\$1,848,000.00
Firm Retention	10.3	\$9,935.50
Out of Scope Services	793.9	\$625,590.00
Preparation of Fee Applications	230.7	\$67,414.50
Fee's Category Subtotal :	9,633.4	\$2,550,940.00

CUMULATIVE EXPENSES BY CATEGORY SUMMARY

For the Period November 3, 2024 through June 2, 2025

Expense Categories	Total Expenses for the Period
Airfare	\$753.32
Parking	\$209.65
Auto Rental	\$148.62
Auto Rental: Gasoline	\$28.90
Hotel	\$1,709.94
Meals	\$1,362.06
Mileage	\$2,812.94
Transportation	\$37.57
Miscellaneous Expenses	\$1,077.30
Tolls	\$159.35
Expense Category Subtotal :	\$8,299.65

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.²

)
) Chapter 11
)
) Case No. 24-12480 (LSS)
)
) (Jointly Administered)
)
) **Hearing Date:**
) **September 10, 2025 at 10:00 a.m. (ET)**
)
) **Objection Deadline:**
) **July 11, 2025 at 4:00 p.m. (ET)**

**SIXTH MONTHLY AND FINAL FEE APPLICATION
OF DELOITTE & TOUCHE LLP FOR COMPENSATION
FOR SERVICES RENDERED AS INDEPENDENT AUDITOR
TO THE DEBTORS AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE MONTHLY PERIOD FROM MAY 1, 2025 THROUGH JUNE 2, 2025
AND FOR THE FINAL PERIOD FROM NOVEMBER 3, 2024 THROUGH JUNE 2, 2025**

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

² On June 6, 2025, every Debtor except Freedom VCM Holdings, LLC emerged from these chapter 11 cases and is now a Reorganized Debtor. *See Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 1605].

Pursuant to section 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals* [D.I. 353] (the “Interim Compensation Order”), Deloitte & Touche LLP (“Deloitte & Touche” or the “Applicant”) hereby files this sixth monthly and final fee application (this “Final Fee Application”) for allowance of compensation for professional services performed by Deloitte & Touche for the period from May 1, 2025 to and including June 2, 2025 (the “Sixth Monthly Fee Period”) and compensation for professional services performed for the period commencing November 3, 2024 through June 2, 2025 (the “Final Fee Period”). In support of this Final Fee Application, Deloitte & Touche respectfully states as follows:

BACKGROUND

1. On November 3, 2024 (the “Petition Date”), each of the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On January 7, 2025, the Court entered the *Order Authorizing the Retention and Employment of Deloitte & Touche LLP as Independent Auditor Effective as of the Petition Date* [D.I. 670] (the “Retention Order”) authorizing the retention and employment of Deloitte & Touche as the Debtors’ independent auditor, effective as of the Petition Date.

RELIEF REQUESTED

3. By this Final Fee Application, Deloitte & Touche respectfully requests allowance and payment in the amount of \$9,190.00 as compensation during the Monthly Fee Period in connection with services rendered to the Debtors. Deloitte & Touche also seeks final allowance and payment of \$2,550,940.00 as compensation for professional services rendered to the Debtors, together with reimbursement of its actual and necessary expenses incurred in the amount of \$8,299.65, for a total requested compensation of fees and expenses of \$2,559,239.65 for the Final Fee Period. Deloitte & Touche submits this Final Fee Application in accordance with the Interim Compensation Order and the Retention Order. All services for which Deloitte & Touche requests compensation were performed for the Debtors.

COMPENSATION REQUESTED

4. This is the sixth monthly and final fee application filed by Deloitte & Touche in these Chapter 11 Cases. In connection with the professional services rendered, by this Final Fee Application, Deloitte & Touche seeks (i) final allowance and payment of compensation in the amount of \$2,550,940.00 for reasonable and necessary professional services rendered, and (ii) final allowance and payment of \$8,299.65 for actual and necessary expenses incurred. The Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of the Applicant's business. A detailed statement of hours spent rendering professional services to the Debtors in support of Deloitte & Touche's request for compensation for fees incurred during the Monthly Fee Period is attached hereto as **Exhibit A**. **Exhibit A** complies with Local Rule 2016-1 in that it (i) identifies the professionals and paraprofessionals that rendered services in each project category and (ii) describes each service such professional or paraprofessional performed.

5. A detailed statement of hours spent rendering professional services to the Debtors in support of Deloitte & Touche's request for compensation for fees incurred during the Final Fee Period is attached hereto as **Exhibit B**. **Exhibit B** complies with Local Rule 2016-1 in that it (i) identifies the professionals and paraprofessionals that rendered services in each project category and (ii) describes each service such professional or paraprofessional performed.

6. Additionally, Deloitte & Touche seeks reimbursement of expenses in the amount of \$8,299.65, which were incurred in the performance of services for the Debtors during the Final Fee Period. Such expenses are set forth in **Exhibit C** attached hereto.

7. No agreement or understanding exists between Deloitte & Touche and any nonaffiliated or unrelated person or persons for the sharing of compensation received or to be received for professional services rendered in, or in connection with, these cases.

DESCRIPTION OF SERVICES RENDERED

8. Deloitte & Touche provides below an overview of the services it rendered as independent auditor to the Debtors during the Monthly Fee Period. Detailed descriptions of these services, the amount of fees incurred, and the amount of hours spent providing services throughout the Monthly Fee Period are also provided in **Exhibit A** attached hereto.

9. *Fee Applications.* Applicant prepared and reviewed its fee applications to be filed with the Court. The total hours were 31.6 and the total amount is \$9,190.00.

10. Deloitte & Touche provides below an overview of the services it rendered as independent auditor to the Debtors during the Final Fee Period. Detailed descriptions of these services, the amount of fees incurred, and the amount of hours spent providing services throughout the Final Fee Period are also provided in **Exhibit B** attached hereto.

11. *Financial Statement Audit and Related Matters.* Applicant performed audit services and related procedures in connection with the consolidated financial statements for (1) Franchise Group, Inc., (2) Pet Supplies Plus, LLC, (3) Pet Supplies Plus Franchising, LLC, (4) Wag N' Wash Franchising, LLC, and (4) Pet Supplies Plus National Advertising Fund for the fiscal year ended 2024. The total hours were 8,598.5 and the total amount is the fixed fee³ of \$1,848,000.00.

12. *Out of Scope Audit Services.* Applicant performed audit procedures, analyzed risk assessments and held discussions related to bankruptcy accounting under Accounting Standard Codification 852, *Reorganizations*. Applicant also performed audit procedures over the Company's goodwill and tradename impairments during the current year given the changes in business including bankruptcy implications. Additionally, Applicant performed audit procedures over the Badcock securitized receivables and secured borrowing. These services were not contemplated in connection with the fixed fee. The total hours were 793.9 and the total amount is \$625,590.00.

13. *Firm Retention.* Applicant reviewed its retention documents to be filed with the Court. The total hours were 10.3 and the total amount is \$9,935.50.

14. *Fee Applications.* Applicant prepared and reviewed its fee applications to be filed with the Court. The total hours were 230.7 and the total amount is \$67,414.50.

ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES

15. Because of the benefits realized by the Debtors, the nature of services provided, the amount of work done, the time consumed, and the skill required, Deloitte & Touche requests that

³ As described in further detail in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Deloitte & Touche LLP as Independent Auditor Effective as of the Petition Date* filed on December 3, 2024 [D.I. 295].

it be allowed, on a final basis, compensation for the professional services rendered during the Final Fee Period in the sum of \$2,550,940.00.

16. During the Final Fee Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$264.80.

17. Deloitte & Touche respectfully submits that the professional services rendered by Deloitte & Touche on behalf of the Debtors during the Final Fee Period were reasonable, necessary, and appropriate to the administration of these Chapter 11 Cases and related matters.

18. Deloitte & Touche has disbursed, and requests reimbursement for, a total of \$8,299.65 in expenses, which represents the actual and necessary expenses incurred by Deloitte & Touche in the rendition of professional services in these Chapter 11 Cases during the Final Fee Period.

19. Deloitte & Touche believes that the actual and necessary expenses incurred in providing professional services during the Final Fee Period were necessary, reasonable, and justified under the circumstances to provide services to the Debtors in these Chapter 11 Cases. A detailed description of the expenses incurred by Deloitte & Touche throughout the Final Fee Period are also provided in **Exhibit C** attached hereto.

**DELOITTE & TOUCHE'S REQUESTED
FEES SHOULD BE ALLOWED BY THIS COURT**

20. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Deloitte & Touche respectfully submits that the services for which it seeks compensation in this Final Fee Period were necessary for, and beneficial to, the Debtors and were performed economically, effectively, and efficiently. Deloitte & Touche further submits that the compensation requested

herein is reasonable in light of the nature, extent, and value of such services to the Debtors. Further, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these Chapter 11 Cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under this title. Accordingly, Deloitte & Touche asserts that the approval of the compensation sought herein is warranted.

WHEREFORE, Deloitte & Touche respectfully request that the Court (i) approve the Final Fee Application and (ii) grant such further relief as is just and proper.

June 20, 2025

/s/ Bradley Vineyard
Bradley Vineyard
Partner
Deloitte & Touche LLP

CERTIFICATE OF COMPLIANCE AND WAIVER

I, Bradley Vineyard, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, hereby certify that:

1. I am a Partner with Deloitte & Touche LLP (“Deloitte & Touche”), and I am duly authorized to make this certification on behalf of Deloitte & Touche. Deloitte & Touche was retained by Franchise Group, Inc. and its affiliated debtors (collectively, the “Debtors”). This certification is made in support of the *Sixth Monthly and Final Fee Application of Deloitte & Touche LLP for Compensation for Services Rendered as Independent Auditor to the Debtors and Reimbursement of Expenses Incurred for the Monthly Period from May 1, 2025 Through June 2, 2025 and for the Final Period from November 3, 2024 Through June 2, 2025* (the “Final Fee Application”) and in compliance with rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

2. I have read the Final Fee Application, and I certify that the Final Fee Application substantially complies with Local Rule 2016-1.

3. The facts set forth in the foregoing Final Fee Application are true and correct to the best of my knowledge, information, and belief.

Dated: June 20, 2025
Charlotte, North Carolina

Respectfully submitted,

DELOITTE & TOUCHE LLP

/s/ Bradley Vineyard
Bradley Vineyard
Partner
650 S. Tryon Street, Ste. 1800
Charlotte, NC 28202
Telephone: 704.887.1788
Facsimile: 704.887.6212